

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	) Chapter 11
	)
W.R. GRACE & CO., <i>et al.</i> ,	) Case No. 01-01139 (JJF)
	)
	) Jointly Administered
	)
Debtors.	) <b>Objections due by: November 19, 2001 @ 4:00 p.m.</b>
	) <b>Hearing Date: Only if Objections are Filed</b>

**NOTICE OF APPLICATION**

TO:	
Counsel to the Debtors	Office of the United States Trustee
Counsel to the Official Committee Unsecured Creditors	Counsel to the Debtors' Post-Petition Lenders
Counsel to the Official Committee of Property Damage Claimants	Counsel to the Official Committee of Equity Holders
Bankruptcy Rule 2002 Service List	

PLEASE TAKE NOTICE that on October 30, 2001 the **Second Interim Fee Application of Caplin & Drysdale, Chartered, for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Asbestos Personal Injury Claimants for the Period of July 1, 2001 through September 30, 2001** (the "Application") was filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5<sup>th</sup> Floor, Wilmington, Delaware 19801 and served in accordance with the Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members.

PLEASE TAKE FURTHER NOTICE that the Application requests payment of compensation in the amount of \$142,881.00 and reimbursement of expenses in the amount of \$13,524.60 for the period of July 1, 2001 through September 30, 2001.

PLEASE TAKE FURTHER NOTICE that any objection to the Application must be filed with the U.S. Bankruptcy Court, and served upon: (i) counsel for the Official Committee of Asbestos Claimants: (a) Campbell & Levine, LLC, 1201 N. Market Street, 15<sup>th</sup> Floor, Wilmington, Delaware 19801 (Attn: Matthew G. Zaleski, III, Esquire); (b) Caplin & Drysdale, Chartered, 399 Park Avenue, 36<sup>th</sup> Floor, New York, New York 10022 (Attn: Elihu Inselsbuch, Esquire); and (c) Caplin & Drysdale, Chartered, One Thomas Circle, N.W., Washington, D.C. 20005-5802 (Attn: Peter Van N. Lockwood, Esquire); (ii) Debtors, W.R. Grace, 7500 Grace Drive, Columbia, Maryland 21044 (Attn: David B. Siegel, Senior VP and General Counsel); (iii) Debtors' counsel: (a) Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (Attn: James H.M. Sprayregen, Esq.) and (b) Pachulski Stang Ziehl Young & Jones, 919 Market

Street, 16<sup>th</sup> Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Attn: Laura Davis Jones, Esq.); (iv) Office of the United States Trustee, 844 King Street, Room 2311, Wilmington, Delaware 19801 (Attn: Frank Perch, Esq.); (v) counsel for the Official Committee of Unsecured Creditors: (a) Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (Attn: Lewis Kruger, Esq.), and (b) Duane Morris & Heckscher LLP, P.C., 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (Attn: Michael Lastowski, Esq.); (vi) counsel to the Official Committee of Asbestos Property Damage Claimants, (a) Bilzin Sumberg Dunn Baena Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (Attn: Scott L. Baena, Esq.), and (b) Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (Attn: Michael B. Joseph, Esq.); (vii) Counsel to the Post-Petition Lenders: (a) Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (Attn: J. Douglas Bacon, Esq.), and (b) The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (Attn: Steven M. Yoder, Esq.), and (viii) counsel to the Official Committee of Equity Holders: Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (Attn: Thomas M. Mayer, Esq.) **so as to be received by November 19, 2001 at 4:00 p.m. prevailing Eastern Time.**

PLEASE TAKE FURTHER NOTICE that a copy of the Application was served upon (i) Debtors, W.R. Grace, 7500 Grace Drive, Columbia, Maryland 21044 (Attn: David B. Siegel, Senior VP and General Counsel); (ii) Debtors' counsel: (a) Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (Attn: James H.M. Sprayregen, Esq.) and (b) Pachulski Stang Ziehl Young & Jones, 919 Market Street, 16<sup>th</sup> Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Attn: Laura Davis Jones, Esq.); (iii) Office of the United States Trustee, 844 King Street, Room 2311, Wilmington, Delaware 19801 (Attn: Frank Perch, Esq.); (iv) counsel for the Official Committee of Unsecured Creditors: (a) Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (Attn: Lewis Kruger, Esq.), and (b) Duane Morris & Heckscher LLP, P.C., 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (Attn: Michael Lastowski, Esq.); (v) counsel to the Official Committee of Asbestos Property Damage Claimants, (a) Bilzin Sumberg Dunn Baena Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (Attn: Scott L. Baena, Esq.), and (b) Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (Attn: Michael B. Joseph, Esq.); and (vi) counsel to the Post-Petition Lenders: (a) Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (Attn: J. Douglas Bacon, Esq.), and (b) The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (Attn: Steven M. Yoder, Esq.), and (vii) counsel to the Official Committee of Equity Holders: Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (Attn: Thomas M. Mayer, Esq.).

A HEARING ON THE APPLICATION WILL BE HELD ONLY IF OBJECTIONS TO THE APPLICATION ARE FILED.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OF HEARING.

CAMPBELL & LEVINE, LLC

/s/ Matthew G. Zaleski, III  
Matthew G. Zaleski, III (I.D. # 3557)  
1201 N. Market Street  
15<sup>th</sup> Floor  
Wilmington, DE 19801  
(302) 426-1900

- and -

CAPLIN & DRYSDALE, CHARTERED  
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- and -

CAPLIN & DRYSDALE, CHARTERED  
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One Thomas Circle, N.W.  
Washington, D.C. 20005  
(202) 862-5000

Counsel to the Official Committee of  
Asbestos Personal Injury Claimants

Dated: October 30, 2001